

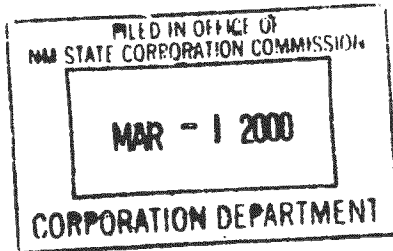
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12-29-99

**CERTIFICATE OF OWNERSHIP AND
MERGER OF SUBSIDIARY INTO PARENT
MERGING**

**SANTA FE PACIFIC GOLD CORPORATION # 1179126
INTO
NEWMONT GOLD COMPANY # 2052967**

(Pursuant To Section 253 Of The General
Corporation Law Of Delaware)



Newmont Gold Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of Santa Fe Pacific Gold Corporation, a Delaware corporation.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 1999, determined to merge into itself Santa Fe Pacific Gold Corporation on the conditions set forth in such resolutions:

WHEREAS, Santa Fe Pacific Gold Corporation, a Delaware corporation ("Santa Fe") is a wholly owned subsidiary of the Company; and

WHEREAS, it is in the best interests of the Company that Santa Fe be merged with and into the Company.

RESOLVED, that the Company merge into itself its subsidiary, Santa Fe, and assume all of said subsidiary's liabilities and obligations; and further

RESOLVED, that the Senior Vice President and the Secretary of this Company be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Santa Fe into the Company and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Delaware; and further

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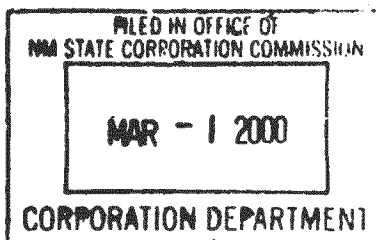
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RESOLVED, that the officers of the Company be, and each hereby is, authorized and directed to do or cause to be done all such acts and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of the Company or otherwise, all such documents and instruments, as the officers may deem necessary or advisable in order fully to effectuate the purpose and intention of the foregoing resolutions.

IN WITNESS WHEREOF, said Newmont Gold Company has caused its corporate seal to be affixed and this certificate to be signed by Bruce D. Hansen, its authorized officer, and attested to by Timothy J. Schmitt, its Secretary, this 29th day of December, 1999.



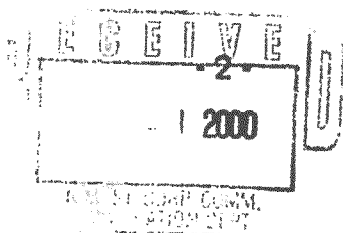
NEWMONT GOLD COMPANY

By: Bruce D. Hansen
Bruce D. Hansen
Senior Vice President

Attest:

By: Timothy J. Schmitt
Timothy J. Schmitt
Secretary

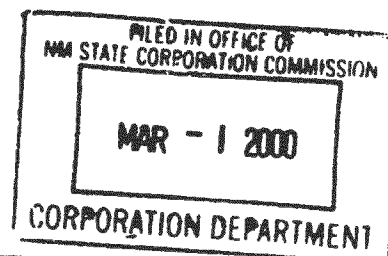
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**IRREVOCABLE APPOINTMENT OF THE
SECRETARY OF STATE OF NEW MEXICO AS AGENT
FOR SERVICE OF PROCESS**



Newmont Gold Company

(NAME OF SURVIVING CORPORATION)

Santa Fe Pacific Gold Corporation

(NAME OF AFFECTED CORPORATION(S) MERGED OUT IN NEW MEXICO)

PURSUANT TO STATUTE 53-14-7 NMSA 1978 OF THE NEW MEXICO BUSINESS CORPORATION ACT, THE SURVIVING CORPORATION HEREBY IRREVOCABLY APPOINTS THE SECRETARY OF STATE OF NEW MEXICO AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS IN ANY PROCEEDING FOR THE ENFORCEMENT OF THE RIGHTS OF A DISSENTING SHAREHOLDER ON BEHALF OF THE MERGED OUT CORPORATION(S) AFFECTED IN NEW MEXICO.

THE NAME AND ADDRESS OF THE SURVIVING CORPORATION ACCEPTING THE SERVICE OF PROCESS IS:

NAME: Newmont Gold Company

ADDRESS: 1700 Lincoln Street, 28th Floor

CITY-STATE-ZIP CODE: Denver, Colorado 80203

THE SURVIVING CORPORATION WILL PROMPTLY PAY TO THE DISSENTING SHAREHOLDERS OF ANY SUCH DOMESTIC CORPORATION THE AMOUNT, IF ANY, TO WHICH THEY SHALL BE ENTITLED UNDER THE PROVISIONS OF THE BUSINESS CORPORATION ACT WITH RESPECT TO THE RIGHTS OF DISSENTING SHAREHOLDERS.

DATE: January 21, 2000

NEWMONT GOLD COMPANY

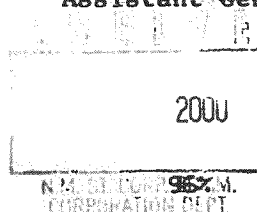
BY: *TJ Schmitt*

TITLE: Timothy J. Schmitt
Vice President, Secretary and
Assistant General Counsel

NMSCC-CD
FMG AGREEMENT
(9/90)
(NM - 27 - 8/12/98)

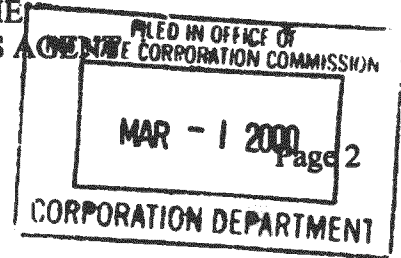
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IRREVOCABLE APPOINTMENT OF THE
SECRETARY OF STATE OF NEW MEXICO AS AGENT
FOR SERVICE OF PROCESS



Newmont Gold Company
(NAME OF SURVIVING CORPORATION)

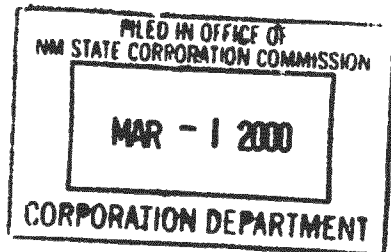
Santa Fe Pacific Gold Corporation
(NAME OF AFFECTED CORPORATION MERGED OUT IN NEW MEXICO)

Date: January 21, 2000

SANTA FE PACIFIC GOLD CORPORATION

By: Bruce D. Hansen
TITLE: Bruce D. Hansen
Vice President

IRREVOCABLE APPOINTMENT OF THE
SECRETARY OF STATE OF NEW MEXICO AS AGENT
FOR SERVICE OF PROCESS



Newmont Gold Company

(NAME OF SURVIVING CORPORATION)

Santa Fe Pacific Gold Corporation

(NAME OF AFFECTED CORPORATION(S) MERGED OUT IN NEW MEXICO)

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DATE: January 21, 2000

NEWMONT GOLD COMPANY

BY: TJS

TITLE: Timothy J. Schmitt
Vice President, Secretary and
Assistant General Counsel

NMSCC-CD
FMG AGREEMENT
(9/90)

(NM - 27 - 8/12/98)

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N.M. ST. CORP. COMM.
CORPORATION DEPT.

P.01

IRREVOCABLE APPOINTMENT OF THE
SECRETARY OF STATE OF NEW MEXICO AS AGENT
FOR SERVICE OF PROCESS

Newmont Gold Company
(NAME OF SURVIVING CORPORATION)

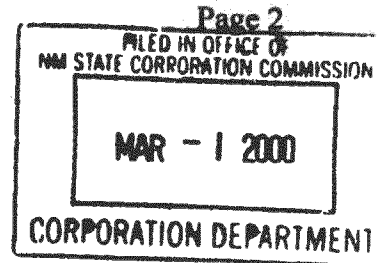
Santa Fe Pacific Gold Corporation
(NAME OF AFFECTED CORPORATION MERGED OUT IN NEW MEXICO)

Date: January 21, 2000

SANTA FE PACIFIC GOLD CORPORATION

By: 

TITLE: Bruce D. Hansen
Vice President



State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SANTA FE PACIFIC GOLD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NEWMONT GOLD COMPANY" UNDER THE NAME OF "NEWMONT GOLD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

0623413 8100M

001056388


Edward J. Freel, Secretary of State

0236899

AUTHENTICATION:

02-03-00

DATE: